



ond to the collection of information contained in this form are not required to respond tly valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

SEC US	E ONLY
Prefix	Serial
DATE F	RECEIVED

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Expires: N

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response (1)
hours per response in

NOV 2 4 2003

				187	<u> </u>
Name of Offering (check if this is Enrobed Ventures, L.L.C. Class B		nas changed, and	indicate change.)		18 de la companya del companya de la companya del companya de la companya del companya de la companya de la companya de la companya del companya de la companya del la companya
Filing Under (Check box(es) that apply): Type of Filing: [X] New Filing []		[] Rule 505	[X] Rule 506	[] Section 4(6)	[]ULOE
	A. BASIC IDE	NTIFICATION	DATA	PR	OCESS
1. Enter the information requested Name of Issuer (check if this is		ne has changed,	and indicate cha	ange.)	EC 02 200
Enrobed Ventures, L.L.C.		Action and Association and Ass		S. The state of th	THOMSON FINANCIAL
Address of Executive Offices (Nur 81 Ingell Street, Taunton, MA 027 Address of Principal Business Ope (if different from Executive Office	80 crations (Number and Stree		•	,	Area Code)
Brief Description of Business Development, licensing and sale o	f food preparation and pro	cessing technolog	y.		
Type of Business Organization	Address Salaring Sala				The state of the s
[] corporation	[] limited partnershi	p, already formed	l (2	X] other (please speci:	fy):
[] business trust	[] limited partnershi	p, to be formed	1i	mited liability compa	ny
Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Or				[X] Actual [] Estimat	ted

# **GENERAL INSTRUCTIONS**

CN for Canada; FN for other foreign jurisdiction) [D][E]

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that	Γî	Promoter	[X] Beneficial	ſΫ́ì	Executive	ſΥΊ	Director []	General and/or
Apply:	LJ	Tioniotei	Owner	ĮΛj	Officer	[A]	Director [ ]	Managing Partner
Stevens, Paul K.			Owner		Officer			ivianaging i aithe
Full Name (Last name	first	if individual)	in American and a contract of the State of t	The second second	· · · · · · · · · · · · · · · · · · ·	The second secon	The second secon	
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Check Box(es) that	[]	Promoter	[X] Beneficial	[]	Executive		Director [ ]	General and/or
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Lewis, Alan								
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Apply:			Owner		Officer			Managing Partner
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Apply:			Owner		Officer			Managing Partner
Zucker, William A.								
Full Name (Last name	first,	if individual)						
225 Franklin Street, B	oston,	MA 02110 c/o	o Gadsby Hannal	1 LLP				
Business or Residence	Addr	ess (Number a	nd Street, City, S	State, 7	in Code)			

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	it is the mi s the offer					-							\$ <u>N</u> Yes	_	No
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	C. OFF	ERING	PRICE, I	NUMBE	R OF IN	VESTOR	RS, EXPI	ENSES A	ND USE	OF PRO	CEEDS		
amount exchan	t already : ge offerir	sold. Ente ng, check	er "0" if a	nswer is ' ' and indi	"none" or cate in th	"zero." I e column	his offering the trans s below to	saction is	an	28. A. S.			
Debt										\$	egate ing Price 0 00,000	Amount Sold \$ 0 \$ 100,00	
	nmon [ ] I											_	
Partnership Interests Other (Specify): Class B LLC Shares								\$ \$ \$1	\$ \$		000		
Answe	r also in A	Appendix	, Column	3, if filin	ig under U	JLOE.							
2. Enter	r the num	ber of ac	credited a	and non-a	ccredited	investors	s who hav	e purchas	sed				

securities in this offering and the aggregate dollar amounts of their purchases. For offerings under  $\underline{\text{Rule }504}$ , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

		Dollar Amount
	Number Investors	of Purchases
Accredited Investors	<u>1</u>	\$ 100,000
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
Answer also in Appendix, Column 4, if filing under CLOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for		
all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12)		
months prior to the first sale of securities in this offering. Classify securities by type listed in		
Part C-Question 1.		
ran c-Question 1.		
	Type of Security	Dollar Amount
Type of offering	Type of Security	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of		
the securities in this offering. Exclude amounts relating solely to organization expenses of		
the issuer. The information may be given as subject to future contingencies. If the amount of		
an expenditure is not known, furnish an estimate and check the box to the left of the		
estimate.		
Transfer Agent's Fees	[] :	3
Printing and Engraving Costs		<u> </u>
Legal Fees		3,000
Accounting Fees		5
	l J	<u></u>
Engineering Fees	[]	
Sales Commissions (specify finders' fees separately)	LJ	<u> </u>
Other Expenses (identify)		
Total	[X] S	3,000
b. Enter the difference between the aggregate offering price given in response to Part C - Que	stion 1 and	
total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted go		97,000
proceeds to the issuer."	φ.	77,000
proceeds to the issuer		
5. Indicate helevy the amount of the adjusted areas areas de to the issues used as a second to	••	
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to	JE	
used for each of the purposes shown. If the amount for any purpose is not known, furnish an	1 .1	
estimate and check the box to the left of the estimate. The total of the payments listed must eq	uai the	
adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	_	_
	Payments t	o Payments To

Aggregate

Officers,

Others

		Directors, & Affiliates	
Salaries and fees		[ ] \$	[]
Purchase of real estate		[] \$	[] \$
Purchase, rental or leasing and installation of machinery		° []	[]
and equipment		\$	\$
Construction or leasing of plant buildings and facilities		[] \$	[]
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		[]	[]
Repayment of indebtedness		[ ] \$	[] \$
Working capital		[] \$	[X]\$ <u>97,000</u>
Other (specify):		[ ] \$	[]
		[ ] \$	[]
Column Totals		[]	[X] \$ 97,000
Total Payments Listed (column totals added)		[X] \$ <u>97,000</u>	Ψ <u>57,000</u>
The issuer has duly caused this notice to be signed by the un under Rule 505, the following signature constitutes an under	dersigned duly authorized person. If this taking by the issuer to furnish to the U.S.	Securities and	
Exchange Commission, upon written request of its staff, the accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>		y non-	
Issuer (Print or Type)	Signature	Date	02
Enrobed Ventures, L.L.C.  Name of Signer (Print or Type)	Title (Plint or Type)	<u>\                                    </u>	
Paul K. Stevens	President		
ATTENTION Intentional misstatements or omissions of fact constitu	te federal criminal violations. (See 18 U	J.S.C. 1001.)	
E. STATE SIC	GNATURE		enema.
1. Is any party described in 17 CFR 230.262 presently subject rule?	et to any of the disqualification provisions		No [ X]

## See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be eatisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Enrobed Ventures, L.L.C.

Name of Signer (Print or Type)

Paul K. Stevens

President

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1 1 1 2 2 2 3 3	APPENDIX										
	Intend to se to non-accr investors ir (Part B-Iter	edited State	Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of inve amount purc (Part C-Item	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)						
State	Yes	No	Class B Shares up to \$100,000	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No		
AL											
AK											
ΑZ											
AR					1						
CA											
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DE		X	Class B Shares up to \$100,000	1	\$100,000	N/A			X
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